

THE TRUSTS OF THE WILL OF THE LATE CHARLOTTE MASON

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Copy OPINION of COUNSEL (The Hon. Charles Russell)

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I have had the advantage of a full discussion with Mrs. Franklin on the history and activities of the educational movement associated with the name of Charlotte Mason and more familiar to the public as the P.N.E.U. system.

Initially it was suggested that it would be desirable that the P.U.S. which can be described as a correspondence school, should by some means be separated from the Ambleside group of activities the subject of Miss Mason's Will, and amalgamated with the incorporated body the P.N.E.U. The reason for such suggestion is that a great deal of office work might be avoided; for the P.N.E.U. being a propaganda centre for the movement, very frequently finds itself by its contact with the general public either acting as a forwarding agency for the P.U.S. or even duplicating work which could be done directly by the P.U.S. Briefly therefore the nature of the respective activities of the P.U.S. and P.N.E.U. are such that it would be a saving of expense, time and trouble if they were more closely associated organically. The P.U.S. is however one of three Ambleside activities subject to the trusts of Miss Mason's Will, and the testatrix has left her property for purposes embracing all three. I find it difficult to construe her will as authorising the trustees to deal separately with any of the three activities e.g. by amalgamation of it with an outside activity, or by transfer of it and a proportion of the trust property to a new or existing incorporated body such as the P.N.E.U. It might be possible with the assistance of the Court, perhaps by way

of a scheme, to achieve such a result; but I think that substantially the effect can legitimately be produced in two stages.

In the course of discussion I made two suggestions. First: that to an outsider it would seem eminently desirable that the administrative difficulties inherent in a trust involving (a) trustees and (b) a council should be abolished by the exercise of the power conferred by Clause 15 of the Will to establish a non-profit company to take over the Ambleside activities and the trust estate. The actual property would then be vested in the Corporation and managed by the Council, and the trustees would be "functus officio". My second suggestion (again as an outsider) was that it was also desirable that the P.N.E.U. company should be organically linked with the Ambleside activities; in fact that ultimately there should be one non-profit Corporation (called e.g. "the P.N.E.U. Charlotte Mason Foundation") directing the four activities, viz: the P.N.E.U., the College, the Practising School and the P.U.S. While I am acutely aware nowadays of the dangers of over centralisation I cannot help feeling that in cases of an educational movement such as this, centralised co-ordination may at some stage prove of great value.

I would therefore put forward the following suggestions, which in my opinion the trustees and councils concerned may legitimately adopt if they think fit.

- (1) Form a non-profit making company limited by guarantee with objects primarily to acquire and manage the Ambleside activities and general objects for the promotion of P.N.E.U. educational principles and education generally rather on the lines of the present P.N.E.U. corporation memorandum. The Articles of Association would deal with membership,

meetings, composition and constitution of an Executive Council, sub-committees etc. etc. I have suggested a name for such company.

(2) The trustees to convey all the property vested in them and the activities as going concerns to the company, defraying the expense of formation of the company and of such transfers out of capital of the trust estate. The concurrence of the Ambleside Council would be desirable, but I imagine that there would be no difficulty here since presumably the present Council would be the first executive council of the company.

So far the steps are plainly within the powers of the trustees and Council. Once such a company had taken over the Ambleside activities and properties it would be legitimate and proper for it to take suitable steps e.g. by delegation of management of the P.U.S. to a special committee to achieve a measure of amalgamation of the P.U.S. activities with e.g. the P.N.E. U. It would however I suggest be more desirable that the P.N.E.U. should amalgamate with the new company, so that the latter would be possessed of four activities which it could manage as it thought fit. Such a step would come later, and as a separate matter entirely. This could be achieved I think by a liquidation of the P.N.E.U. and a transfer of its assets to the new company (see clause 9 of the P.N.E.U. memorandum); the details would however require fairly close consideration at the later stage.

CHARLES RUSSELL

LINCOLN'S INN,

11th December, 1947.